

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF OHIO

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

02/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Hopedale Mining LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 77-0619060

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

86391 Mine Rd.
Hopedale, OH 43976

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Harrison
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) N/A

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor Hopedale Mining LLC
Name

Case number (if known) _____

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2121**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Rider 1 attached hereto.	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor Hopedale Mining LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49

☐ 50-99

☒ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor Hopedale Mining LLC
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/22/2020
MM / DD / YYYY

X /s/ Richard A. Boone
Signature of authorized representative of debtor

Title President and Chief Executive Officer

Richard A. Boone
Printed name

18. Signature of attorney

X /s/ Douglas L. Lutz
Signature of attorney for debtor

Date 07/22/2020
MM / DD / YYYY

Douglas L. Lutz
Printed name

Frost Brown Todd LLC
Firm name

3300 Great American Tower
301 East Fourth Street
Cincinnati, OH 45202
Number, Street, City, State & ZIP Code

Contact phone 513-651-6800 Email address dlutz@fbtlaw.com

0064761 OH
Bar number and State

Fill in this information to identify your case:

United States Bankruptcy Court for the:

Southern District of Ohio

Case number (if known) _____ Chapter 11

☐ Check if this is an amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Southern District of Ohio for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Hopedale Mining LLC.

Hopedale Mining LLC	Castle Valley Mining LLC
Rhino GP LLC	Jewell Valley Mining LLC
Rhino Resource Partners LP	Rhino Services LLC
Rhino Energy LLC	Rhino Oilfield Services LLC
Rhino Trucking LLC	Rhino Technologies LLC
Rhino Exploration LLC	CAM Mining LLC
Triad Roof Support Systems LLC	Rhino Coalfield Services LLC
Springdale Land LLC	CAM-Kentucky Real Estate LLC
McClane Canyon Mining LLC	CAM-BB LLC
Rhino Northern Holdings LLC	Leesville Land LLC
CAM-Ohio Real Estate LLC	CAM Aircraft LLC
CAM-Colorado LLC	Pennyrile Energy LLC
Taylorville Mining LLC	Rhino Eastern LLC
CAM Coal Trading LLC	Rockhouse Land LLC

**United States Bankruptcy Court
Southern District of Ohio**

In re Hopedale Mining LLC

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Rhino Energy, LLC 424 Lewis Hargett Circle, Suite 250 Frankfort, KY 40601	Sole Member	100%	Membership interest

**United States Bankruptcy Court
Southern District of Ohio**

In re Hopedale Mining LLC

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Hopedale Mining LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Rhino Energy, LLC
424 Lewis Hargett Circle, Suite 250
Frankfort, KY 40601

☐ None [*Check if applicable*]

Fill in this information to Identify the case:

Debtor Name: Hopedale Mining LLC

United States Bankruptcy Court for the: Southern District of Ohio

Case Number (If known):

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders

12/15

A consolidated list of creditors holding the 40 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 40 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 BLUE RIDGE BANK, N.A. 17 W MAIN STREET LURAY, VA 22835	CONTACT: BRETT TAXIN, EXECUTIVE VICE PRESIDENT PHONE: 773-266-1638 FAX: 540-743-5536 BTAXIN@MYBRB.COM	PPP LOAN	Contingent			\$10,000,000.00
2 WHAYNE SUPPLY COMPANY 1400 CECIL AVENUE LOUISVILLE, KY 40211	CONTACT: JOSEPH YOERG, CEO PHONE: 606-864-2276 FAX: 502-423-2726 KAREN_FERRIS@WAYNE.COM; JOSEPH_YOERG@WAYNE.COM	TRADE DEBT				\$4,898,611.83
3 ROCKWOOD CASUALTY INSURANCE CO 654 MAIN STREET ROCKWOOD, PA 15557	CONTACT: RON DAVIDSON, VICE PRESIDENT PHONE: 814-926-5372 FAX: 814-926-2641 RON.DAVIDSON@ROCKWOODCASUALTY.COM	TRADE DEBT				\$678,094.04
4 JOY GLOBAL UNDERGROUND LLC 177 THORNHILL ROAD WARRENDALE, PA 15086	CONTACT: EDWARD DOHENY, II CEO PHONE: 724-779-4500 FAX: 724-779-4509 DEVLIN.CIARROCHI@JOYGLOBAL.COM	TRADE DEBT				\$620,728.37
5 MINOVA USA INC 150 SUMMER COURT GEORGETOWN, KY 40324	CONTACT: TAYLOR OGATA PHONE: 502-863-6805 TAYLOR.OGATA@MINOVAGLOBAL.COM	TRADE DEBT				\$523,602.32

Debtor: Hopedale Mining LLC

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Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6 CONSOL MINING COMPANY LLC 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317	CONTACT: ANTHONY DREZEWSKI, DIRECTOR LAND RESOURCES PHONE: 724-416-8266 ANTHONYDREZEWSKI@CONS OLENERGY.COM	TRADE DEBT				\$492,126.95
7 AUSTIN SALES LLC 1327 LOVERS GAP RD VANSANT, VA 24656-8422	CONTACT: VIRLO STILTNER PHONE: 276-597-4449 INFO@VADRILLCO.COM	TRADE DEBT				\$490,268.12
8 C & M GIANT TIRE LLC 980 W. NEW CIRCLE RD. LEXINGTON, KY 40511	CONTACT: BRADLEY SCOTT PHONE: 859-281-1320 FAX: 859-281-1337 CINDY@CMGIANTTIRE.COM	TRADE DEBT				\$456,383.76
9 PHILLIPS MACHINE SERVICE INC. 367 GEORGE STREET BECKLEY, WV 25801	CONTACT: BRUCE DICKERSON, CEO PHONE: 304-255-0537 BRUCEDICKERSON@PHILLIPS MACHINE.COM	TRADE DEBT				\$455,221.17
10 PRICEWATERHOUSECOOPERS LLP ONE NORTH WACKER CHICAGO, IL 60606	CONTACT: JON DILLOW PHONE: 832-335-2505 JON.DILLOW@PWC.COM	TRADE DEBT				\$341,270.00
11 WARWOOD ARMATURE REPAIR CO 128 NORTH 7TH STREET WHEELING, WV 26003-6981	CONTACT: RAYMOND THALMAN, PRESIDENT PHONE: 304-277-2570 FAX: 304-277-2917 CTHALMAN@WARWOODAR MATURE.COM	TRADE DEBT				\$332,126.00
12 LOGAN COAL & TIMBER 63 CHESTNUT RD STE 3 PAOLI, PA 19301	CONTACT: RUFFNER WOODY PHONE: 304-542-7833 HOLLYGROVEFORESTRY@GM AIL.COM	TRADE DEBT				\$298,133.04
13 CUSTOM ENGINEERING INC. 656 HALL STREET CLAY, KY 42404	CONTACT: CRAIG MCCORMICK, PRESIDENT PHONE: 270-664-6207 FAX: 270-664-2002 CMCCULLOCH@CEIMINING.COM; SMCCULLOCH@CEIMINING.COM	TRADE DEBT				\$283,650.05
14 BRANDEIS MACHINERY & SUPPLY 1801 WATTERSON TRAIL LOUISVILLE, KY 40299	CONTACT: BRIAN LOGSDON PHONE: 502-493-4273 BRIAN_LOGSDON@BRAMCO.COM	TRADE DEBT				\$277,221.92
15 INDUSTRIAL SUPPLY CO. 2715 BOND ST KNOXVILLE, TN 37917-5102	CONTACT: JERRY HUTSON, PRES. OF KNOXVILLE PHONE: 865-522-1848 INDUSTRIALSUPPLYCO@COM CAST.NET	TRADE DEBT				\$265,150.00
16 BILLS ELECTRONICS INC. 1900 JERRY W HWY WILKINSON, WV 25653	CONTACT: BILL R. BROWNING PHONE: 304-752-8667 FAX: 304-752-2320 BILLSELECT@HOTMAIL.COM	TRADE DEBT				\$254,565.24

Debtor: Hopedale Mining LLC

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Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
17 DAVID STANLEY CONSULTANTS LLC 100 VILLAGE DRIVE STE 200 FAIRMONT, WV 26554-7986	CONTACT: JIM HAYHURST PHONE: 304-534-3871 FAX: 304-534-3917 JHAYHURST@DSC-LLC.COM	TRADE DEBT				\$224,764.79
18 CINCINNATI MINE MACHINERY 2950 JONROSE AVE CINCINNATI, OH 45239	CONTACT: LOIS GROTHAUS PHONE: 513-728-4040 FAX: 513-728-4041 LGROTHAUS@CINMINE.COM	TRADE DEBT				\$222,276.31
19 TSJ CONSTRUCTION LLC 260 NORTH 700 EAST CLEVELAND, UT 84518	CONTACT: TATE JENSEN PHONE: 435-749-1910 FAX: 435-653-2237 OFFICE@TSJCONSTRUCTION.COM	TRADE DEBT				\$216,852.50
20 BOOKCLIFF SALES INC. 42 S CARBON AVE PRICE, UT 84501	CONTACT: MARC SHINER PHONE: 435-637-5926 FAX: 435-637-9766 MARCBKCLIFF@GMAIL.COM	TRADE DEBT				\$210,115.13
21 D. DEEL TRUCKING, INC. 1027 BURR OAK ROAD HAYS, VA 24256	CONTACT: DOUG DEEL PHONE: 276-275-1028 DDEELINC@HOTMAIL.COM	TRADE DEBT				\$200,865.37
22 PARSLEYS GENERAL TIRE 2006 N MAIN STREET LONDON, KY 40741	CONTACT: JOHN PARSLEY, PRESIDENT PHONE: 606-864-2276 FAX: 606-864-2334 PARSLEYTIRE@YAHOO.COM	TRADE DEBT				\$197,918.11
23 EBERHART SERVICE CENTER INC. 272 OLD STEUBENVILLE PIKE CADIZ, OH 43907	CONTACT: RICHARD EBERHART, PRES. PHONE: 304-752-8667 FAX: 304-752-2320 EBERHARTOFFICE@FRONTIER.COM	TRADE DEBT				\$192,611.97
24 UNITED CENTRAL INDUSTRIAL SUP. 1241 VOLUNTEER PARKWAY SUITE 1000 BRISTOL, TN 37620	CONTACT: DARRELL H. COLE, PRESIDENT & CEO PHONE: 423-573-7300 FAX: 423-573-7297 AR@UNITEDCENTRAL.NET	TRADE DEBT				\$184,055.58
25 WHITE ARMATURE WORKS INC. 1150 HUFF CREEK HWY MALLORY, WV 25634	CONTACT: SHELLEY FRAZIER PHONE: 304-583-9681 FAX: 304-583-2972 SFRAZIER@WHITEARM.COM	TRADE DEBT				\$174,893.88
26 C B INDUSTRIES INC 997 COWPEN ROAD PIKEVILLE, KY 41501	CONTACT: JAMES BROWN PHONE: 606-432-4948 FAX: 606-432-4948 CBINDUSTRIES@HOTMAIL.COM	TRADE DEBT				\$172,708.95
27 APPALACHIAN POWER COMPANY 500 ROSS ST 154-0470 PITTSBURGH, PA 15262-0001	CONTACT: TRACY HERTIG PHONE: 304-327-2113 TNHERTIG@AEP.COM	TRADE DEBT				\$169,647.85

Debtor: Hopedale Mining LLC

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Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
28 XPRESS SERVICE & SALES INC 12744 KINGSTON PIKE SUITE 202 KNOXVILLE, TN 37934	CONTACT: MELINDA NIXON PHONE: 276-395-7560 FAX: 276-395-5357 MNIXON@XPRESSCABLE.COM	TRADE DEBT				\$165,020.00
29 JONES DAY 250 VERSY STREET NEW YORK, NY 10281-1047	CONTACT: RANDI C LESNICK, PARTNER PHONE: 212-326-3452 RCLESNICK@JONESDAY.COM	TRADE DEBT				\$161,635.86
30 SAVAGE SERVICES CORPORATION 901 W. LEGACY CENTER WAY MIDVALE, UT 84047	CONTACT: BECKY HUGHES, AR PHONE: 801-944-6655 BECKYH@SAVAGESERVICES.COM	TRADE DEBT				\$157,815.85
31 PAULS FAN COMPANY 2738 HOME CREEK RD GRUNDY, VA 24614	CONTACT: SAMANTHA CHARLES, AR PHONE: 276-530-7311 FAX: 276-530-7315 SAMANTHA@PAULSFAN.COM	TRADE DEBT				\$154,556.96
32 TUG VALLEY SERVICE & SUPPLY, LLC 333 ROUTE 52 PO BOX 214 KERMIT, WV 25674	CONTACT: MIKEY BLACKBURN PHONE: 304-393-3550 MIKEYBLACKBURN@TUGVALLEYSERVICE.COM	TRADE DEBT				\$150,967.67
33 DIRECT ENERGY BUSINESS, LLC 1001 LIBERTY AVENUE, SUITE 1200 PITTSBURGH, PA 15222	CONTACT: DERRICK MASCHOFF, CUSTOMER RELATIONS PHONE: 888-925-9115 DERRICK.MASCHOFF@DIRECTENERGY.COM	TRADE DEBT				\$146,777.53
34 JENNMAR CORPORATION 258 KAPPA DRIVE PITTSBURGH, PA 15238	CONTACT: JAMES PFEIFER, GENERAL COUNSEL PHONE: 412-963-9071 FAX: 412-963-8099 IRADION@JENNMAR.COM; AHRUSKA@JENNMAR.COM	TRADE DEBT				\$145,025.74
35 HIGHLAND MACHINERY CORP. 40 LAMPLIGHTER ST. OAK HILL, WV 25901	CONTACT: BILL SULLIVAN, PRESIDENT PHONE: 304-465-3295 FAX: 304-465-8576 CONTACT@HMCWV.COM	TRADE DEBT				\$142,451.35
36 WARCO SALES INC 128 NORTH 7TH STREET WHEELING, WV 26003-6981	CONTACT: CHAD THALMAN PHONE: 304-277-2550 FAX: 304-277-1383 CTHALMAN@WARWOODAR MATURE.COM	TRADE DEBT				\$137,905.00
37 YOUNG CONAWAY STARGATT & TAYLOR, LLP RODNEY SQUARE 1000 NORTH KING STREET WILMINGTON, DE 19801	CONTACT: JAMES YOCH, PARTNER PHONE: 302-576-3584 FAX: 302-576-3744 JYOCH@YCST.COM	TRADE DEBT				\$135,575.01

Debtor: Hopedale Mining LLC

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Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
38 GENCO MINE SERVICE 630 N 400 E HUNTINGTON, UT 84528	CONTACT: DAVE SEBRING PHONE: 435-687-2464 FAX: 435-687-9256 DAVE@GENCOMINESERVICE.COM	TRADE DEBT				\$128,248.04
39 CHEMICAL SALES & CONSULTING 403 CEDAR HILLS DRIVE PIKEVILLE, KY 41501-8706	CONTACT: RANDY CHAPMAN PHONE: 606-835-4666 CHEMICALSALESANDCONSULTING@YAHOO.COM	TRADE DEBT				\$124,971.30
40 R&M ENGINEERING CONSULTANTS LLC 5280 COMMERCE DRIVE E130 MURRAY, UT 84107	CONTACT: NYLA MILLER, OFFICE MANAGER PHONE: 801-263-3419 NYLAM@RMSTRUCTURAL.COM	TRADE DEBT				\$121,226.49

Fill in this information to identify the case:

Debtor name Hopedale Mining LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF OHIO

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders and Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/22/2020

X /s/ Richard A. Boone

Signature of individual signing on behalf of debtor

Richard A. Boone

Printed name

President and Chief Executive Officer

Position or relationship to debtor

JOINT UNANIMOUS WRITTEN CONSENT
OF THE SOLE MANAGER AND SOLE MEMBER OF

RHINO TRUCKING LLC, RHINO EXPLORATION LLC, TRIAD ROOF SUPPORT SYSTEMS LLC, SPRINGDALE LAND, LLC, MCCLANE CANYON MINING LLC, RHINO NORTHERN HOLDINGS LLC, CAM-OHIO REAL ESTATE LLC, CAM-COLORADO LLC, TAYLORVILLE MINING LLC, CAM COAL TRADING LLC, CASTLE VALLEY MINING LLC, RHINO EASTERN LLC, RHINO SERVICES LLC, RHINO OILFIELD SERVICES LLC, RHINO TECHNOLOGIES LLC, CAM MINING LLC, RHINO COALFIELD SERVICES LLC, HOPEDALE MINING LLC, CAM-KENTUCKY REAL ESTATE LLC, CAM-BB LLC, LEESVILLE LAND, LLC, CAM AIRCRAFT LLC, PENNYRILE ENERGY LLC and JEWELL VALLEY MINING LLC

IN LIEU OF SPECIAL MEETING

July 21, 2020

In lieu of separate meetings of the sole Manager (the “Manager”) and the sole Member (the “Member”) of each of Rhino Trucking LLC, Rhino Exploration LLC, Triad Roof Support Systems LLC, Springdale Land, LLC, McClane Canyon Mining LLC, Rhino Northern Holdings LLC, CAM-Ohio Real Estate LLC, CAM-Colorado LLC, Taylorville Mining LLC, CAM Coal Trading LLC, Castle Valley Mining LLC, Rhino Eastern LLC, Rhino Services LLC, Rhino Oilfield Services LLC, Rhino Technologies LLC, CAM Mining LLC, Rhino Coalfield Services LLC, Hopedale Mining LLC, CAM-Kentucky Real Estate LLC, CAM-BB LLC, Leesville Land, LLC, CAM Aircraft LLC, Pennyrile Energy LLC and Jewell Valley Mining LLC, each a limited liability company created and existing under the laws of the State of Delaware (each of the companies listed above shall be referred to herein individually as “Company” and collectively as the “Companies”), the undersigned Manager and Member of each Company, in accordance with the Limited Liability Company Agreement of such Company, do hereby unanimously consent to the adoption of the following recitals and resolutions by this joint unanimous written consent (this “Consent”):

WHEREAS, the Manager and Member of each Company have (a) regularly and carefully reviewed the materials and other information presented by the management and the advisors of such Company regarding business conditions, such Company’s operations, its current and projected financial position and other relevant information, (b) thoroughly evaluated such Company’s strategic alternatives, including a possible restructuring, (c) conferred extensively with such Company’s management and advisors regarding these matters, and (d) determined that the filing of a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) is in the best interests of such Company and its stakeholders;

NOW THEREFORE, BE IT:

RESOLVED, that in the judgment of the Manager and the Member of each Company it is desirable and in the best interests of such Company, its creditors, and other interested parties that such Company seek relief under chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that each Company shall be, and it hereby is, authorized to file a voluntary petition (the “Petition”) for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”), in the United States Bankruptcy Court for the Southern District of Ohio or such other court as any Manager, director or officer, including the Chief Restructuring Officer, (each, an “Authorized Person”) of such Company shall determine to be appropriate (the “Bankruptcy Court”) and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing, the performance of such acts to constitute conclusive evidence of the reasonableness, advisability, expedience, convenience, appropriateness or necessity thereof;

FURTHER RESOLVED, that each Authorized Person shall be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of each Company with respect to which she/he is an Authorized Person, to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Authorized Person, in such person’s discretion, deems necessary, desirable or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, declarations, affidavits, schedules, statements, lists, motions, applications, notices and other papers or documents necessary, desirable or appropriate in connection with the foregoing in such form or forms as any such Authorized Person may approve; (c) execute, on behalf of each limited liability company, corporation, partnership, limited partnership or other entity for which a Company is a manager, managing member, member or other governing authority, any written consent or other written action approving, authorizing, ratifying or taking similar action with respect to all or any matters described in this Consent in a manner consistent with this Consent; and (d) take or cause to be taken any and all further actions as the Authorized Persons deem necessary, desirable or appropriate; and the actions of any Authorized Person taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of the Petition and all ancillary documents and all other petitions, declarations, affidavits, schedules, statements, lists, motions, applications, notices and other papers or documents, shall be conclusive evidence of such Authorized Person’s approval and the necessity, desirability or appropriateness thereof;

FURTHER RESOLVED, that each Authorized Person shall be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of each Company with respect to which she/he is an Authorized Person, to retain: (a) Frost Brown Todd LLC; (b) Energy Ventures Analysis, Inc.; (c) Whiteford, Taylor & Preston LLP; (d) FTI Consulting, Inc.; (e) Cambio Group LLC and Thomas L. Fairfield; and (f) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, agents or brokers (together with the foregoing identified firms, the “Professionals”), in each case as in any such Authorized Person’s judgment may be necessary, desirable or appropriate in connection with such Company’s Chapter 11 Case and other related matters, on such terms, including appropriate retention agreements and retainers, as such Authorized Person or Authorized Persons shall approve and such Authorized Person’s retention thereof to constitute conclusive evidence of such Authorized Person’s approval and the necessity, desirability or appropriateness thereof;

FURTHER RESOLVED, that the law firm of Frost Brown Todd LLC and any additional conflicts, special or local counsel, if any, selected by the applicable Authorized Persons shall be, and hereby are, authorized, empowered and directed to represent and assist each Company, as debtor and debtor in possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code, including assisting each Company in carrying out its duties under the Bankruptcy Code and taking any and all actions as may be necessary or desirable to advance each Company's rights thereunder, including filing any pleadings and taking any other actions as may be necessary or desirable;

FURTHER RESOLVED, that Thomas L. Fairfield of Cambio Group LLC shall be, and hereby is, authorized, empowered and directed to represent and assist each Company as its Chief Restructuring Officer and Cambio Group LLC shall be, and hereby is, authorized, empowered and directed to assist each Company, in each case, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that the firm of Energy Ventures Analysis, Inc. shall be, and hereby is, authorized, empowered and directed to represent and assist each Company as its financial advisor in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that the firm of FTI Consulting, Inc. shall be, and hereby is, authorized, empowered and directed to assist each Company in preparing schedules, reports and other matters, at the direction of the Chief Restructuring Officer, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that each Authorized Person, employee and agent shall be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of each Company with respect to which she/he is an Authorized Person, employee or agent, to continue to operate such Company and its business in the ordinary course of business;

FURTHER RESOLVED, that in the judgment of the Manager and the Member of each Company it is desirable and in the best interests of such Company, its creditors, and other interested parties that such Company obtain a new debtor in possession financing facility or facilities to facilitate the conduct of such Company's business as part of the Chapter 11 Case;

FURTHER RESOLVED, that each Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) seek approval of a cash collateral and debtor in possession financing order in interim and final form (a "Financing Order") and, as permitted in accordance with the Financing Order, enter into and incur any obligations under a new debtor in possession financing facility or facilities, including use of cash collateral, and any associated documents and consummate the transactions contemplated therein (collectively, the "Financing Transactions") with Colbeck Strategic Lending Master, L.P. and Cion Investment Corporation or such other lenders and on such terms as may be approved by any one or more of the Authorized Persons of such Company, as may be reasonably necessary, desirable or appropriate for the continuing conduct of the affairs of such Company; and (b) pay all fees and expenses with respect to, incur (or guarantee, as applicable) the debt and other obligations and liabilities contemplated by, and perform fully such Company's obligations under,

the Financing Order and the Financing Transactions and grant security interests in and liens upon some, all or substantially all of such Company's assets, whether now owned or hereafter acquired, in each case as may be deemed necessary, desirable or appropriate by any one or more of the Authorized Persons of such Company in connection with the Financing Transactions; and the actions of any Authorized Person taken pursuant to this resolution shall be conclusive evidence of such Authorized Person's approval and the necessity, desirability or appropriateness thereof;

FURTHER RESOLVED, that: (a) the Authorized Persons shall be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of each Company with respect to which she/he is an Authorized Person, as debtor and debtor in possession, to seek approval of the Financing Order and negotiate, execute, acknowledge, deliver and verify such certificates, instruments, guaranties, credit agreements, pledge agreements, security agreements, promissory notes, letter of credit applications, mortgages, deeds of trust, intellectual property security agreements, account control agreements, other collateral documents or security instruments, instruments, notices and any and all other agreements or documents arising in connection with the Financing Order or the Financing Transactions as any such Authorized Person may deem necessary or appropriate to facilitate the Financing Order and the Financing Transactions, in each case including any amendments, amendment and restatements, renewals, replacements, consolidations, substitutions, extensions, supplements or other modifications to the foregoing (collectively, the "Financing Documents"); (b) Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary, desirable or appropriate by any Authorized Person of a Company are approved; and (c) the actions of any Authorized Person taken pursuant to this resolution, including the negotiation, execution, acknowledgement, delivery and verification of all such Financing Documents, shall be conclusive evidence of such Authorized Person's approval and the necessity, desirability or appropriateness thereof;

FURTHER RESOLVED, that in the judgment of the Manager and the Member of each Company it is desirable and in the best interests of such Company, its creditors, and other interested parties that such Company sell all or substantially all of its assets as part of the Chapter 11 Case;

FURTHER RESOLVED, that each Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to enter into an Asset Purchase Agreement with respect to the sale of substantially all of such Company's assets in substantially the form provided to the Manager and the Member of such Company with such changes therein as may be approved by one or more of the Authorized Persons of such Company (the "Stalking Horse Bid"); and

FURTHER RESOLVED, that each Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) seek approval of a sale order (a "Sale Order") and, as permitted in accordance with the Sale Order, enter into and incur any obligations under one or more asset purchase agreements and any associated documents and consummate the transactions contemplated including, without limitation, the Stalking Horse Bid (collectively, the "Sale Transactions"), with such purchasers and on such terms as may be approved by any one or more of the Authorized Persons of such Company, as may be reasonably

necessary, desirable or appropriate for the sale of the assets of such Company; and (b) pay all fees and expenses with respect to, incur the obligations and liabilities contemplated by, and perform fully such Company's obligations under, the Sale Order and the Sale Transactions, in each case as may be deemed necessary, desirable or appropriate by any one or more of the Authorized Persons of such Company in connection with the Sale Transactions; and the actions of any Authorized Person taken pursuant to this resolution shall be conclusive evidence of such Authorized Person's approval and the necessity, desirability or appropriateness thereof;

FURTHER RESOLVED, that: (a) the Authorized Persons shall be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of each Company with respect to which she/he is an Authorized Person, as debtor and debtor in possession, to seek approval of the Sale Order and negotiate, execute, acknowledge, deliver and verify such asset purchase agreements, bills of sale, assignments of leases, assignments of contracts, permit operating agreements, certificates, instruments and any and all other agreements or documents arising in connection with the Sale Order or the Sale Transactions as any such Authorized Person may deem necessary or appropriate to facilitate the Sale Order and the Sale Transactions, in each case including any amendments, amendment and restatements, renewals, replacements, consolidations, substitutions, extensions, supplements or other modifications to the foregoing (collectively, the "Sale Documents"); (b) Sale Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary, desirable or appropriate by any Authorized Person of a Company are approved; and (c) the actions of any Authorized Person taken pursuant to this resolution, including the negotiation, execution, acknowledgement, delivery and verification of all such Sale Documents, shall be conclusive evidence of such Authorized Person's approval and the necessity, desirability or appropriateness thereof;

FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each Authorized Person be, and hereby is, authorized with full power of delegation, in the name and on behalf of each Company with respect to which she/he is an Authorized Person, to take or cause to be taken any and all such further actions and to execute, deliver, certify, file and/or record, or cause to be executed, delivered, certified, filed and/or recorded, and to amend, supplement or otherwise modify from time to time, and to perform, any and all such agreements, documents, certificates, instruments, statements, notices, undertakings, amendments, declarations, affidavits, complaints, applications for approvals or ruling of governmental or regulatory authorities and other writings, and to incur and to pay or direct payment of all such fees and expenses, including filing fees, as in the judgment of such Authorized Person shall be necessary, appropriate or desirable to effectuate a successful restructuring of such Company's business, including without limitation any action necessary to maintain the ordinary course operation of such Company's business, and the other purposes and intent of any and all of the foregoing resolutions adopted herein; and the actions of any Authorized Person taken pursuant to this resolution shall be conclusive evidence of such Authorized Person's approval and the necessity, desirability or appropriateness thereof;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by, or at the direction of, an Authorized Person of a Company, or by any of the Professionals for a Company, in connection with the Chapter 11 Case, any proceedings related thereto, any of the matters contemplated by the foregoing resolutions or any matter related thereto, be, and hereby

are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the applicable Company;

FURTHER RESOLVED, that any and all lawful acts, actions and transactions by, or at the direction of, an Authorized Person of a Company, for and on behalf and in the name of such Company, relating to any of the matters contemplated by the foregoing resolutions, including in connection with the Financing Transactions or the Sale Transactions, before the adoption of the foregoing resolutions be, and they hereby are, ratified, authorized, approved, adopted and consented to in all respects for all purposes; and

FURTHER RESOLVED, that each Authorized Person hereby is authorized and directed to certify and/or attest these resolutions to any person or entity as such Authorized Person may deem necessary or appropriate in connection with the foregoing matters; provided, however, that such certification and/or attestation shall not be required for any document, instrument or agreement to be valid and binding on a Company; and

FURTHER RESOLVED, that this Consent may be executed in any number of separate counterparts, each of which shall collectively and separately constitute one Consent and any facsimile or photocopy of the same shall constitute an original.

[Remainder of Page Intentionally Left Blank; Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned has executed this Consent to be effective as of the date first set forth above.

Sole Manager and Sole Member of Rhino Trucking LLC, Rhino Exploration LLC, Triad Roof Support Systems LLC, Springdale Land, LLC, McClane Canyon Mining LLC, Rhino Northern Holdings LLC, CAM-Ohio Real Estate LLC, CAM-Colorado LLC, Taylorville Mining LLC, CAM Coal Trading LLC, Castle Valley Mining LLC, Rhino Eastern LLC, Rhino Services LLC, Rhino Oilfield Services LLC, Rhino Technologies LLC, CAM Mining LLC, Rhino Coalfield Services LLC, Hopedale Mining LLC, CAM-Kentucky Real Estate LLC, CAM-BB LLC, Leesville Land, LLC, CAM Aircraft LLC, Pennyrite Energy LLC and Jewell Valley Mining LLC

RHINO ENERGY LLC

By: 
Name: Richard A. Boone
Title: President and CEO